

EXHIBIT F

10/04/2004 13:32 FAX 212 525 1368

HSBC BANK USA

002/010



October 04, 2004

Invoice # 10027

Northwestern Corporation
125 South Dakota Avenue
Sioux Falls SD 57104
Att: Gary G. Drook

RE: Indenture Dated as of November 1, 1998

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
9/30/03 RC	Attendance at US Trustee's Organizational Meeting in Delaware/ review misc docs and court papers/ discussions with T. Moss of Pryor Cashman.	6.20 382.00/hr	2,368.40
10/1/03 RC	Review of miscellaneous documents / court papers, etc.	1.20 382.00/hr	458.40
10/7/03 RP	Review of miscellaneous documents / court papers, etc.	1.20 382.00/hr	458.40
10/28/03 RC	Review of miscellaneous documents / court papers, etc.	1.60 382.00/hr	611.20
10/31/03 RC	Review of miscellaneous documents / court papers, etc.	0.80 382.00/hr	305.60
11/3/03 RC	Review of miscellaneous documents / court papers, etc.	0.80 382.00/hr	305.60
11/4/03 RC	Review of miscellaneous documents / court papers, etc.	0.80 382.00/hr	305.60
11/7/03 RC	Review of miscellaneous documents / court papers, etc.	0.80 382.00/hr	305.60
11/10/03 RC	Conference call with Creditors' Committee/ review related docs./ discussion with T. Moss of Pryor Cashman.	2.10 382.00/hr	802.20

HSBC Bank USA, National Association
Corporate Trust and Loan Agency, 452 Fifth Avenue, New York, NY 10016-0200

PAGE 2/10 * RCVD AT 10/4/2004 2:27:11 PM [Eastern Daylight Time] * SVR:NY21/6 * DNIS:6355 * CSID:212 525 1366 * DURATION (mm:ss):02:50

NOR LD 00001

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		<u>Hrs/Rate</u>	<u>Amount</u>
11/13/03 RC	Review of miscellaneous documents / court papers, etc.	0.90 382.00/hr	343.80
11/14/03 RC	Review of miscellaneous documents / court papers, etc.	0.60 382.00/hr	229.20
11/26/03 RC	Review of miscellaneous documents / court papers, etc.	0.70 382.00/hr	267.40
12/1/03 RC	Review of miscellaneous documents / court papers, etc.	0.70 382.00/hr	267.40
12/8/03 RC	Review of miscellaneous documents / court papers, etc.	0.80 382.00/hr	305.60
12/9/03 RC	Review of miscellaneous documents / court papers, etc.	0.70 382.00/hr	267.40
12/10/03 RC	Conference call with Creditors' Committee/ review related docs./ discussions with T. Moss of Pryor Cashman	2.10 382.00/hr	802.20
12/11/03 RC	Review of miscellaneous documents / court papers, etc.	0.70 382.00/hr	267.40
12/17/03 RC	Review of miscellaneous documents / court papers, etc.	0.80 382.00/hr	305.60
12/18/03 RC	Meeting with Creditors Committee and Counsel/review related docs./telephone conf with T. Moss of Pryor Cashman.	3.20 382.00/hr	1,222.40
12/19/03 RC	Review of miscellaneous documents / court papers, etc.	0.70 382.00/hr	267.40
1/5/04 RC	Review of miscellaneous documents / court papers, etc.	1.10 425.00/hr	467.50
1/6/04 RC	Conference call with Creditors' Committee/ review misc. docs/ tel conf with T. Moss of Pryor Cashman.	2.80 425.00/hr	1,190.00
1/7/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
1/13/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
1/14/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00

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		<u>Hrs/Rate</u>	<u>Amount</u>
1/15/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
1/26/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
1/28/04 RC	Review of miscellaneous documents / court papers, etc./ preparation and mailing of notice to holders.	1.80 425.00/hr	765.00
2/2/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
2/11/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
2/16/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
2/17/04 RC	Conference call with Creditors' Committee/ review related documents/ discussions with T. Moss of Pryor Cashman.	2.40 425.00/hr	1,020.00
2/18/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
2/23/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
2/26/04 RC	Review of miscellaneous documents / court papers, etc.	1.10 425.00/hr	467.50
3/1/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
3/2/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
3/5/04 RC	Review of miscellaneous documents / court papers, etc.	0.50 425.00/hr	212.50
3/10/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
3/11/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
3/12/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00

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		<u>Hrs/Rate</u>	<u>Amount</u>
3/15/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
3/18/04 RC	Conference call with Creditors' Committee/ review related documents/ discussion with T. Moss of Pryor Cashman.	3.20 425.00/hr	1,360.00
3/22/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
3/23/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
3/25/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
3/30/04 RC	Conference call with Creditors' Committee/ review related documents/ discussion with T. Moss of Pryor Cashman.	2.70 425.00/hr	1,147.50
4/1/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/5/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/7/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/13/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/14/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/16/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
4/19/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
4/21/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/22/04 RC	Conference call with Creditors' Committee/ review related documents/ discussion with T. Moss of Pryor Cashman.	3.00 425.00/hr	1,275.00
4/23/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00

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		<u>Hrs/Rate</u>	<u>Amount</u>
4/26/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/28/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
4/30/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
5/4/04 RC	Review of miscellaneous documents / court papers, etc.	1.80 425.00/hr	765.00
5/5/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
5/7/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
5/10/04 RC	Meeting with Creditors Committee and Counsel/ review related documents/ discussions with T.Moss of Pryor Cashman.	4.20 425.00/hr	1,785.00
5/11/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
5/13/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
5/18/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
5/19/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
5/20/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
5/24/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
5/25/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
6/1/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
6/2/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50

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		<u>Hrs/Rate</u>	<u>Amount</u>
6/3/04 RC	Review of miscellaneous documents / court papers, etc.	0.50 425.00/hr	212.50
6/7/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
6/8/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
6/9/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
6/15/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
6/16/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
6/22/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
6/29/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
6/30/04 RC	Review of miscellaneous documents / court papers, etc.	1.10 425.00/hr	467.50
7/1/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
7/7/04 RC	Conference call with Creditors' Committee/ review relatrd documents/discussions with T. Moss of Pryor Cashman.	2.80 425.00/hr	1,190.00
7/8/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
7/9/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
7/13/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
7/15/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
7/16/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50

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		<u>Hrs/Rate</u>	<u>Amount</u>
7/19/04 RC	Review of miscellaneous documents / court papers, etc.	0.70 425.00/hr	297.50
7/21/04 RC	Review of miscellaneous documents / court papers, etc.	0.60 425.00/hr	255.00
7/22/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00
7/23/04 RC	Conference call with Creditors' Committee/ review related documents/ discussions with T. Moss of Pryor Cashman.	2.40 425.00/hr	1,020.00
7/26/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
7/29/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
8/9/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
8/10/04 RC	Review of miscellaneous documents / court papers, etc.	1.10 425.00/hr	467.50
8/13/04 RC	Review of miscellaneous documents / court papers, etc.	1.20 425.00/hr	510.00
8/18/04 RC	Conference call with Creditors' Committee/ review related documents/ discussion with T. Moss of Pryor Cashman.	2.80 425.00/hr	1,190.00
8/19/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
8/20/04 RC	Review of miscellaneous documents / court papers, etc.	1.40 425.00/hr	595.00
8/24/04 RC	Review of miscellaneous documents / court papers, etc.	0.90 425.00/hr	382.50
8/26/04 RC	Review of miscellaneous documents / court papers, etc.	0.80 425.00/hr	340.00

For professional services rendered

111.50 \$46,209.30

Balance due

\$46,209.30

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Northwestern Corporation

Funds for payment of this bill may be wired as follows : HSBC Bank USA
ABA# 021001088
DDA# 002600161
ATTN: Issuer Services

10/04/2004 13:34 FAX 212 525 1368

HSBC BANK USA

010/010

December 19, 2003

Northwestern Corporation
125 South Dakota Avenue
Sioux Falls, SD 57104

Attn: Gary G. Drook
President & Chief Executive Officer

7.875% Notes due March 15, 2007
6.95% Senior Debentures due December 15, 2028
8.75% Notes due March 15, 2012

Annual Fee as Trustee, Registrar & Paying Agent
(3 Issues @ \$10,000.00 ea.).....\$30,000.00

Total due: \$30,000.00

Funds may be wired as follows:

HSBC Bank USA
ABA # 021001088
DDA # 002600161
Attn: R. Conrad
Ref: Northwestern

EXHIBIT G

LeBoeuf, Lamb, Greene & MacRae
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
125 WEST 55TH STREET
NEW YORK, NY 10019-5389

Employer Identification No. 13-5608594

HSBC Bank USA
10 East 40th Street
10 East 40th Street
New York, NY 10016

Invoice Number 377195
Invoice Date 10/20/04
Client Number 08008
Matter Number 00001

RE: NorthWestern Corporation

For Professional Services Rendered Through 10/19/04:
In connection with the above-captioned matter as detailed
on the attached computer print-out.

Current Fees	24,720.00
Current Expenses	735.55

Total Amount of This Invoice	25,455.55

NOR LD 00012

8008 Hsbc Bank Usa
 00001 Northwestern Corporation
 10/20/04

Invoice Number 377195
 Page 2

Date	Atty/ Para		Hours -----	Value -----
07/22/04	SCM	Review application for exemption under section 3(a)(3) of PUHCA.	0.50	212.50
07/22/04	S/B	Meeting with T. Moss regarding objection to claim on 1935 Act grounds (2.0); Review SEC Staff 1935 Act annotation for relevant cases (.80).	2.80	1,470.00
07/23/04	LEM	Review motion by Wilmington Trust to void Bonds of HSBC; Telephone conference with PUHCA Counsel Sherri Bloomberg regarding issues.	1.00	625.00
07/23/04	S/B	Review purchase agreement and indenture from senior note issuance with focus on representations and warranties and opinions on regulatory approvals generally and the 1935 Act specifically; Research regarding private right of action.	1.50	787.50
07/26/04	MMM	Review good faith challenge to Northwestern Section 3(a)(3) exemption and challenge to secured debt priority under Section 26 of PUHCA.	1.25	562.50
07/26/04	S/B	Begin draft response to objection; Further research regarding same.	3.00	1,575.00
07/27/04	MMM	Review Northwestern challenge to validity of debt based on PUHCA exemption application; telephone conference with S. Bloomberg re: good faith under PUHCA.	1.00	450.00
07/27/04	S/B	Work on draft response.	3.50	1,837.50
07/28/04	LEM	Attention to PUHCA issues.	0.50	312.50
07/28/04	S/B	Work on response brief.	1.00	525.00
07/29/04	MMM	Review and revise draft reply on Section 26 of PUHCA and good faith issues; consult with S. Bloomberg regarding same.	2.50	1,125.00
07/29/04	S/B	Review data room list and make arrangements to attend; Review M. Melnyk comments to draft brief.	1.75	918.75
	TOTAL	FOR 07-04		15,351.25
08/02/04	S/B	Revisions to reply; Forward same to T. Moss.	0.50	262.50
08/03/04	S/B	Review material in data room; Begin draft of revision to reply based on same.	2.50	1,312.50
08/04/04	S/B	Finalize edits to rider.	0.50	262.50
08/23/04	LEM	Conference and review status.	0.25	156.25
	TOTAL	FOR 08-04		1,993.75
10/04/04	LEM	Review new motion by law debenture to subordinate HSBC bonds.	0.50	312.50
10/04/04	MMM	Consult with S. Bloomberg regarding representation of HSBC at the	1.25	562.50

NOR LD 00013

8008 Hsbc Bank Usa
 0001 NorthWestern Corporation
 10/20/04

Invoice Number 377195
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Date	Atty/ Para		Hours	Value
10/05/04	LEM	Northwestern confirmation hearing; Review background materials.	0.25	156.25
10/05/04	MMM	Conference with Sherri Bloomberg regarding court appearance.	0.25	112.50
10/06/04	LEM	Telephone conference with T. Moss regarding preparation for confirmation hearing - PUHCA issues.	0.25	156.25
10/06/04	MMM	Review motion of law debenture; Telephone conference S. Bloomberg.	6.00	2,700.00
10/06/04	MMM	Review background materials related to subordinated debt claim that PUHCA requires voiding Senior debt and prepare for Bankruptcy Court confirmation hearing; Attend Bankruptcy Court confirmation hearing.	7.25	3,262.50
10/07/04	MMM	Travel from College Park, Maryland to Phoenix, Arizona and return to attend Northwestern Chapter 11 confirmation hearing at the request of T. Moss - Pryor Cashman.	0.25	112.50
		Update S. Bloomberg on Bankruptcy Court confirmation hearing.		7,375.00
		TOTAL FOR 10-04		
		TOTAL HOURS	49.05	

TIMEKEEPER TIME SUMMARY:
 Timekeeper

	Hours	Rate	Value
S Bloomberg	21.30	AT \$525 =	11,182.50
LE Miller	6.25	AT \$625 =	3,906.25
MM Melnyk	19.75	AT \$450 =	8,887.50
SC Mendonca	1.75	AT \$425 =	743.75

CURRENT FEES

24,720.00

8008 Hsbc Bank Usa
 0001 NorthWestern Corporation
 10/20/04

Invoice Number 377195
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For Charges And Disbursements:

Date	Value	
-----	-----	
10/06/04 MARKIAN M.W. MELNYK - Travel Out Of Town-Air Fare Phoenix, AZ; 3692;	626.80	
10/06/2004; Airfare, BWI-PHX-BWI		
TOTAL Travel Out Of Town-Air Fare		626.80
10/06/04 MARKIAN M.W. MELNYK - Travel Out Of Town-Lodging Modification to Invoice	7.00	
16257WEB. Phoenix, AZ; 3692;		
10/06/2004; Breakfast		
10/06/04 MARKIAN M.W. MELNYK - Travel Out Of Town-Lodging Modification to Invoice	8.00	
16257WEB. Phoenix, AZ; 3692;		
10/06/2004; Lunch		
TOTAL Travel Out Of Town-Lodging		15.00
10/06/04 MARKIAN M.W. MELNYK - Miscellaneous Charges Modification to Invoice	1.00	
16257WEB. Phoenix, AZ; 3692;		
10/06/2004; Tip		
TOTAL Miscellaneous Charges		1.00
10/06/04 MARKIAN M.W. MELNYK - Local Transportation Modification to Invoice	20.00	
16257WEB. Phoenix, AZ; 3692;		
10/06/2004; Cab, downtown Phoenix to Sky Harbor Airport		
10/06/04 MARKIAN M.W. MELNYK - Local Transportation Modification to Invoice	24.00	
16257WEB. Phoenix, AZ; 3692;		
10/06/2004; Cab, Sky Harbor Airport to downtown Phoenix		
10/06/04 MARKIAN M.W. MELNYK - Local Transportation Modification to Invoice	18.75	
16257WEB. College Park, MD; 3692;		
10/06/2004; Drive own car, College Park to BWI to College Park		
10/06/04 MARKIAN M.W. MELNYK - Local Transportation Modification to Invoice	30.00	
16257WEB. Baltimore, MD; 3692;		
10/06/2004; Airport Parking		
TOTAL Local Transportation		92.75
CURRENT EXPENSES		735.55

8008 Hsbc Bank Usa

Invoice Number 377195
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10/20/04

TOTAL AMOUNT OF THIS INVOICE 25,455.55

PLEASE REMIT PAYMENT UPON RECEIPT
KINDLY REFERENCE OUR INVOICE NUMBER(S)
ON ALL CHECKS, WIRE TRANSFERS AND REMITTANCES
WIRE TRANSFER INSTRUCTIONS:
BANK: CITIBANK, N.A.
399 PARK AVENUE
NEW YORK, NY 10043
ACCT. #: 4057-1596
ABA #: 021-000-089
SWIFT CODE: CITIUS33
CREDIT ACCOUNT OF: LLG&M
REFERENCE: [INVOICE NUMBER(S) OR
NAME OF LLG&M ATTORNEY]

NOR LD 00016